

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In Re: WELLBUTRIN SR, : CIVIL ACTION NO. 04-5525
ANTITRUST LITIGATION :

ORDER

STENGEL, J.

AND NOW, this 31st day of August, 2011, upon consideration of the motion filed by SAJ Distributors, Inc. and Stephen L. LaFrance Holdings, Inc. (together, “SAJ”) and Meijer, Inc. and Meijer Distribution, Inc. (together, “Meijer”) (collectively, “Plaintiffs”) on behalf of themselves and the certified class of direct purchasers (“the class”) in support of their motion for preliminary approval of settlement under Federal Rule of Civil Procedure 23(e), a motion to which Defendant SmithKline Beecham Corporation d/b/a GlaxoSmithKline (“GSK”) consents, and following a preliminary approval hearing held on August 31, 2011, **IT IS HEREBY ORDERED THAT** Plaintiffs’ Motion for Preliminary Class Approval of Direct Purchaser Class Settlement (“Plaintiffs’ Motion”) (Document No. 405) is **GRANTED**, as follows:

1. The Settlement Agreement between GSK and Plaintiffs (“Settlement Agreement”) is hereby preliminarily approved and the class shall receive notice of the proposed settlement in accordance with the terms of this Order.

2. The Court previously certified the class set forth in paragraph 1 of the Settlement Agreement pursuant to the Order of the Court dated May 2, 2008 (Document No. 158). Notice was provided to class members in accordance with the Order of the Court dated June 16, 2008 (Document No. 162) advising them, *inter alia*, of their right to be excluded from the class. Class notice was mailed to class members on June 27, 2008 and published in The Pink Sheet on July 7, 2008, and July 14, 2008. Following the June 2008 Notice of Pendency mailed to 94 class

members, a total of 22 notices were returned as undeliverable. A total of 16 packets were re-mailed to new addresses based on the forwarding addresses provided by the U.S. Postal Service. Of the remaining undeliverable mailings, Class Action Administration, Inc. ("CAA") verified that either (a) the company no longer was in existence or (b) that notice was mailed to another address for the same entity that was not returned as undeliverable. In response to the June 2008 Notice of Pendency, CAA did not receive any written requests for exclusion from the class by the September 12, 2008 deadline established in the notice. This Court finds that the Notice of Pendency fully complied with the requirements of FED. R. CIV. P. 23 and due process, and that there is no need for an additional opt-out opportunity pursuant to FED. R. CIV. P. 23(e)(4).

3. The Forms of Notice and Claim Form attached to Plaintiffs' Motion as Exhibit 2 and Exhibit 6 (respectively) are approved pursuant to FED. R. CIV. P. 23. By **September 21, 2011**, Plaintiffs shall cause to be sent, via first class mail, a notice of proposed final settlement and hearing on settlement approval, in substantially the same form as Exhibit 2, to all persons and entities to whom the June 2008 notice was sent.

4. Plaintiffs shall cause Summary Notice to be published on two occasions in The Pink Sheet on **September 28, 2011**, and **October 5, 2011**, in substantially the same form as attached to Plaintiffs' Motion as Exhibit 3.

5. Plaintiffs shall also provide notice online at www.WellbutrinDirectPurchaserSettlement.com

6. CAA, which was previously appointed by the Court as class administrator, is authorized to disseminate notice of the settlement and receive and process class member claims, subject to the supervision of counsel for the class.

7. All motions for final approval of the settlement and for attorneys' fees and reimbursement of expenses shall be filed by **October 14, 2011**.

8. Any member of the class who objects to the terms of the Settlement Agreement and/or files a notice of intent to appear at the final fairness hearing must do so in writing, postmarked no later than **November 4, 2011**.

9. Plaintiffs shall respond to any objections by **November 14, 2011**.

10. The Court will hold a final fairness hearing on **November 21, 2011, at 10:00 a.m.** in Courtroom 3B at the United States Courthouse, 601 Market Street, Philadelphia Pennsylvania 19106 for the purpose of determining (1) whether the proposed settlement with GSK is fair, reasonable, and adequate and should be approved; and (2) whether the class Plaintiffs' application for an award of attorneys' fees and reimbursement of expenses, and for awards to the representative Plaintiffs, shall be approved. The date and time of the hearing shall be subject to adjournment by the Court without further notice to members of the class other than that which may be posted at the United States Courthouse.

11. Each claimant seeking to share in the distribution of the Settlement must return a Claim Form postmarked no later than **December 31, 2011** in accordance with the instructions attached to Plaintiffs' Motion as Exhibit 6.

12. The Court approves Citizens Bank to serve as escrow agent.

BY THE COURT:

/s/ Lawrence F. Stengel
LAWRENCE F. STENGEL, J.